

## EXPLANATORY NOTES

### AGENDA

Extraordinary General Meeting of TomTom N.V. (the “Company”) at TomTom’s head office, De Ruijterkade 154, Amsterdam, the Netherlands on **Tuesday 13 October 2020, from 09:00 until 9:30 CEST** (the “General Meeting”).

1. Opening
2. Appointment of Ms. Hala Zeine as a member of the Supervisory Board **voting**
3. Appointment of Mr. Bram Schot as a member of the Supervisory Board **voting**
4. Close

Considering the current status of the COVID-19 pandemic including the restrictive measures taken by the Dutch Government, we encourage all shareholders to exercise their voting rights through a written or electronic proxy, as described in the [convocation](#). TomTom may take precautionary measures to limit health and safety risks for all stakeholders and reserves the right to change the manner of meeting or location of the meeting. Shareholders are advised to regularly consult the [TomTom Website](#).

### EXPLANATORY NOTES TO THE AGENDA

#### **Item 2: Appointment of Ms. Hala Zeine as a member of the Supervisory Board**

By unanimous resolution of the Supervisory Board, the Supervisory Board made a binding nomination, whereby Ms. Hala Zeine is proposed for appointment as a member of the Supervisory Board. The appointment will be for a term of four years effective as of 13 October 2020 and ends after the Annual General Meeting of 2024. She will become a member of the Audit Committee per the same date.

Hala Zeine (41) is Chief Product Officer at Celonis, a market leader in AI-enhanced process mining and process excellence. Prior to joining Celonis in September 2019, Hala spent 18 years with SAP, where she held various leadership positions. In her most recent role as President of Digital Supply Chain, she incorporated technologies such as blockchain, Internet of Things and machine learning into the supply chain process of SAP’s customers and partners. Hala has been a member of the board of advisors at Holtzbrinck Publishing Group since July 2020.

Ms. Hala Zeine, who has the German nationality, complies with the statutory regime limiting the number of supervisory board positions that may be held by supervisory board members under Dutch law, as well as with the independence criteria of the Dutch Corporate Governance Code, and with the Supervisory Board profile.

She does not hold any shares in the capital of the Company.



**Item 3: Appointment of Mr. Bram Schot as a member of the Supervisory Board**

By unanimous resolution of the Supervisory Board, the Supervisory Board made a binding nomination, whereby Mr. Bram Schot is proposed for appointment as a member of the Supervisory Board. The appointment will be for a term of four years effective as of 13 October 2020 and ends after the Annual General Meeting of 2024. He will become a member of the Remuneration Committee and Selection & Appointment Committee per the same date.

Bram Schot (59) has more than thirty years' experience in the automotive industry. He held several leadership positions at Mercedes Benz, including President & CEO of DaimlerChrysler Netherlands (2003-2006) and Italy (2006-2011). Bram spent six years with the Volkswagen Group (2011-2017), including as a board member for Commercial Vehicles. He joined Audi's management board in 2017 where he served as Chairman & CEO of the Audi Group (2018-2020). In addition, Bram was a member of the board of the Volkswagen Group and Vice Chairman of Porsche Holding Salzburg.

Mr. Bram Schot, who has the Dutch nationality, complies with the statutory regime limiting the number of supervisory board positions that may be held by supervisory board members under Dutch law, as well as with the independence criteria of the Dutch Corporate Governance Code, and with the Supervisory Board profile.

He does not hold any shares in the capital of the Company.

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